

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
 :  
SquareTwo Financial Services :  
Corporation., et al.,<sup>1</sup> : Case No. 17-\_\_\_\_\_ ( )  
 :  
Debtors. :  
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**DECLARATION OF JAMES DALOIA OF PRIME CLERK LLC  
REGARDING SOLICITATION OF VOTES AND TABULATION OF BALLOTS  
CAST ON THE JOINT PREPACKAGED CHAPTER 11 PLAN FOR SQUARETWO  
FINANCIAL SERVICES CORPORATION AND ITS AFFILIATED DEBTORS**

I, James Daloia, declare, under the penalty of perjury:

1. I am the Director of Solicitation & Disbursements at Prime Clerk LLC (“***Prime Clerk***”), located at 830 Third Avenue, 9<sup>th</sup> Floor, New York, New York 10022. I am over the age of eighteen years and not a party to the above-captioned action. Unless otherwise noted, I have personal knowledge of the facts set forth herein.

2. I submit this Declaration with respect to the solicitation of votes and the tabulation of ballots cast on the *Joint Prepackaged Chapter 11 Plan For SquareTwo Financial Services Corporation and its Affiliated Debtors* (as amended, supplemented, or modified from time to time, the “***Plan***”). Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my

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<sup>1</sup> The Debtors in the chapter 11 cases and the last four digits of each Debtor’s federal taxpayer identification number or Canadian equivalent are as follows: Astrum Financial, LLC (2265); Autus, LLC (2736); CA Internet Marketing, LLC (7434); CACH, LLC d/b/a Fresh View Funding (6162); CACV of Colorado, LLC (3409); CACV of New Jersey, LLC (3499); Candeo, LLC (2809); CCL Financial Inc. (7548); Collect Air, LLC (7987); Collect America of Canada, LLC (7137); Healthcare Funding Solutions, LLC (2985); Metropolitan Legal Administration Services, Inc. (6811); Orsa, LLC (2864); Preferred Credit Resources Limited (0637); ReFinance America, Ltd. (4359); SquareTwo Financial Canada Corporation (1034); SquareTwo Financial Corporation (1849); and SquareTwo Financial Services Corporation d/b/a Fresh View Solutions (5554). The Debtors’ executive headquarters are located at 6300 South Syracuse Way, Suite 300, Centennial, CO 80111

review of relevant documents. I am authorized to submit this Declaration on behalf of Prime Clerk. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. Prior to the commencement of these chapter 11 cases, *SquareTwo Financial Services Corporation* and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) appointed Prime Clerk as their solicitation and tabulation agent to assist with, among other things, (a) service of solicitation materials to the parties entitled to vote to accept or reject the Plan and (b) tabulation of votes cast with respect thereto. Prime Clerk and its employees have considerable experience in soliciting and tabulating votes to accept or reject proposed prepackaged chapter 11 plans.

**Service and Transmittal of Solicitation Packages and the Tabulation Process**

4. The procedures adhered to by Prime Clerk for the solicitation and tabulation of votes are outlined in the *Disclosure Statement for Joint Prepackaged Chapter 11 Plan for SquareTwo Financial Services Corporation and its Affiliated Debtors*, dated March 3, 2017, and the ballots distributed to parties entitled to vote on the Plan (collectively, the “**Solicitation Procedures**”). I supervised the solicitation and tabulation performed by Prime Clerk’s employees.

5. The Debtors established, February 27, 2017, as the record date (the “**Voting Record Date**”) for determining which creditors were entitled to vote on the Plan. Pursuant to the Plan and the Solicitation Procedures, only holders as of the Voting Record Date in the following classes were entitled to vote to accept or reject the Plan (together, the “**Voting Classes**”):

Class	Class Description
Class 3	First Lien Lender Claims
Class 4	1.25 Lien Lender Claims
Class 5	1.5 Lien Lender Claims

No other classes under the Plan were entitled to vote on the Plan.

6. Prime Clerk worked closely with the Debtors and their advisors to identify the holders entitled to vote in the Voting Classes as of the Voting Record Date. In addition, Prime Clerk coordinated the distribution of solicitation materials to holders in the Voting Classes. A detailed description of Prime Clerk's distribution of solicitation materials is set forth in Prime Clerk's *Affidavit of Service of Solicitation Materials*, filed contemporaneously herewith.

7. Further, in accordance with the Solicitation Procedures, Prime Clerk reviewed, determined the validity of, and tabulated the ballots submitted to vote on the Plan. Each ballot submitted to Prime Clerk was date-stamped, scanned, assigned a ballot number, entered into Prime Clerk's voting database and processed in accordance with the Solicitation Procedures. To be included in the tabulation results as valid, a ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant holder entitled to vote on the Plan (or such holder's authorized representative), (c) returned to Prime Clerk via an approved method of delivery set forth in the Solicitation Procedures and (d) received by Prime Clerk by 5:00 p.m. (prevailing Eastern Time) on March 17, 2017 (the "***Voting Deadline***").

8. All valid ballots cast by holders entitled to vote in the Voting Classes and received by Prime Clerk on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.

9. The final tabulation of votes cast by timely and properly completed ballots received by Prime Clerk is attached hereto as **Exhibit A**. No ballots were excluded from the final tabulation prepared by Prime Clerk.

To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission and final tabulation of Ballots in connection with the Plan is true and correct.

Dated: March 19, 2017

/s/ James Daloia  
James Daloia  
Director of Solicitation & Disbursements  
Prime Clerk LLC

**Exhibit A**

**SquareTwo Financial Services Corporation., et al.**  
**Exhibit A - Tabulation Summary**

Class	Class Description	Number Accepting %	Number Rejecting %	Amount Accepting %	Amount Rejecting %	Class Voting Result
3	First Lien Lender Claims	15	0	\$105,000,000.00	\$0.00	ACCEPTS
		100%	0%	100%	0%	
4	1.25 Lien Lender Claims	16	0	\$16,304,130.09	\$0.00	ACCEPTS
		100%	0%	100%	0%	
5	1.5 Lien Lender Claims	92	7	\$78,117,324.06	\$118,121.74	ACCEPTS
		92.93%	7.07%	99.85%	0.15%	